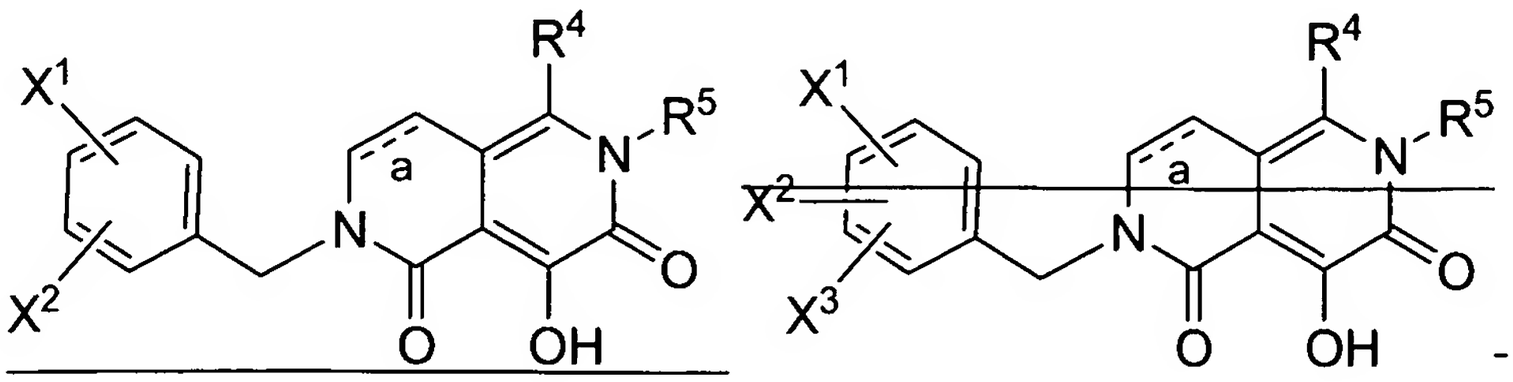
IN THE CLAIMS

The listing of the claims which follows replaces any and all prior versions and/or listings of the claims in the application.

1. (currently amended) A compound according to claim 20, which is a compound of Formula II, or a pharmaceutically acceptable salt thereof:



- (II),

wherein:

~~bond "$\overset{a}{=\!=\!=}$" in the ring is a single bond or a double bond;~~

X^1 and X^2 are each independently:

(1) -H,

(2) -C_{1-6} alkyl,

~~(3) -OH~~

(3) ~~(4)~~ -O-C_{1-6} alkyl,

(4) ~~(5)~~ -C_{1-6} haloalkyl,

(5) ~~(6)~~ -O-C_{1-6} haloalkyl,

(6) ~~(7)~~ halogen,

(7) ~~(8)~~ -CN,

(8) ~~(9)~~ -$N(R^a)R^b$,

(9) ~~(10)~~ -$C(=O)N(R^a)R^b$,

(10) ~~(11)~~ -SR^a,

(11) ~~(12)~~ -$S(O)R^a$,

(12) ~~(13)~~ -SO_2R^a,

(13) ~~(14)~~ -$N(R^a)SO_2R^b$,

(14) ~~(15)~~ -$N(R^a)SO_2N(R^a)R^b$,

(15) ~~(16)~~ -$N(R^a)C(=O)R^b$,

(16) ~~(17)~~ -$N(R^a)C(=O)$-$C(=O)N(R^a)R^b$,

(17) ~~(18)~~ -HetA,

(18) ~~(19)~~ -C(=O)-HetA, or

(19) ~~(20)~~ HetB;

wherein each HetA is independently a C_{4-5} azacycloalkyl or a C_{3-4} diazacycloalkyl, either of which is optionally substituted with 1 or 2 substituents each of which is independently oxo or C_{1-6} alkyl; and with the proviso that when HetA is attached to the rest of the compound via the -C(=O)- moiety, the HetA is attached to the -C(=O)- via a ring N atom; and

each HetB is independently a 5- or 6-membered heteroaromatic ring containing from 1 to 4 heteroatoms independently selected from N, O and S, wherein the heteroaromatic ring is optionally substituted with from 1 to 4 substituents each of which is independently halogen, -C_{1-6} alkyl, -C_{1-6} haloalkyl, -O-C_{1-6} alkyl, -O-C_{1-6} haloalkyl, or hydroxy;

~~or alternatively X^1 and X^2 are respectively located on adjacent carbons in the phenyl ring and together form methylenedioxy or ethylenedioxy;~~

~~X^3 is:~~

~~(1) H,~~
~~(2) -C_{1-6} alkyl,~~
~~(3) -O-C_{1-6} alkyl,~~
~~(4) -C_{1-6} haloalkyl,~~
~~(5) -O-C_{1-6} haloalkyl, or~~
~~(6) halogen;~~

R^4 is:

(1) ~~-C_{1-6} alkyl,~~
~~(2)~~ -CO_2R^a,
(2) ~~(3)~~ -C(=O)N(R^a)R^b,
(3) ~~(4)~~ -C(=O)-N(R^a)-$(CH_2)_{2-3}$-OR^b,
(4) ~~(5)~~ -N(R^a)C(=O)R^b,
(5) ~~(6)~~ -N(R^a)SO_2R^b,
~~(7) C_{3-6}-cycloalkyl, which is optionally substituted with from 1 to 4 substituents each of which is independently halogen, C_{1-6} alkyl, CF_3, -O-C_{1-6} alkyl, or -OCF_3,~~
(6) ~~(8)~~ -HetK,
(7) ~~(9)~~ -C(=O)-HetK,
~~(10) -C(=O)N(R^a)-HetK,~~

~~(11) —C(=O)N(R^a)-(CH_2)$_{0-2}$-(C_{3-6} cycloalkyl), wherein the cycloalkyl is optionally substituted with from 1 to 4 substituents each of which is independently halogen, -C_{1-6} alkyl, -CF_3, -O-C_{1-6} alkyl, or -OCF_3, or~~

(8) -C(=O)N(R^a)-(CH_2)$_{0-1}$-(C_{3-6} cycloalkyl), wherein the cycloalkyl is optionally substituted with from 1 to 4 substituents each of which is independently halogen, -C_{1-6} alkyl, -CF_3, -O-C_{1-6} alkyl, or -OCF_3, or

(9) ~~(12)~~ -C(=O)N(R^a)-CH_2-phenyl, wherein the phenyl is optionally substituted with from 1 to 4 substituents each of which is independently -C_{1-6} alkyl, -O-C_{1-6} alkyl, -CF_3, -OCF_3, or halogen;

~~(13) HetL,~~

~~(14) —C(=O)N(R^a)R^c, or~~

~~(15) halogen;~~

wherein HetK is a 5- or 6-membered saturated heterocyclic ring containing a total of from 1 to 4 heteroatoms independently selected from 1 to 4 N atoms, from 0 to 2 O atoms, and from 0 to 2 S atoms, wherein the heterocyclic ring is optionally substituted with ~~(i)~~ from 1 to 4 substituents each of which is independently -C_{1-6} alkyl~~,~~ or oxo; ~~oxo, halogen, -C(=O)N(R^a)R^b, -C(=O)C(=O)N(R^a)R^b, -C(=O)R^a, -CO_2R^a, -SO_2R^a, or -SO_2N(R^a)R^b and (ii) from zero to 1 C_{3-6} cycloalkyl;~~ and with the proviso that when HetK is attached to the rest of the compound via the -C(=O)- moiety, the HetK is attached to the -C(=O)- via a ring N atom;

~~wherein HetL is a 5- or 6-membered heteroaromatic ring containing from 1 to 4 heteroatoms independently selected from N, O and S, wherein the heteroaromatic ring is optionally substituted with from 1 to 4 substituents each of which is independently -C_{1-6} alkyl or -OH;~~

R^5 is:

(1) -H,

(2) -C_{1-6} alkyl,

(3) -C_{3-6} cycloalkyl,

(4) -(CH_2)$_{1-2}$-C_{3-6} cycloalkyl, or

(5) -CH_2-phenyl; ~~wherein the phenyl is optionally substituted with from 1 to 4 substituents each of which is indepedently halogen, C_{1-6} alkyl, C_{1-6} haloalkyl, -O-C_{1-6} alkyl, or -O-C_{1-6} haloalkyl,~~

~~(6) —(CH_2)$_{1-2}$-HetD, wherein HetD is a 4- to 7-membered saturated heterocyclic ring containing from 1 to 2 heteroatoms independently selected from 1 to 2 N atoms,~~

~~from zero to 1 O atom and from zero to 1 S atom, wherein the heterocyclic ring is attached to the rest of the molecule via a ring N atom, and the heterocyclic ring is optionally substituted with from 1 to 4 substituents each of which is independently C_{1-6} alkyl, C_{1-6} haloalkyl, O C_{1-6} alkyl, O C_{1-6} haloalkyl, oxo, $C(=O)N(R^a)R^b$, $C(=O)R^a$, CO_2R^a, SO_2R^a, or $SO_2N(R^a)R^b$;~~

~~(7) phenyl which is optionally substituted with from 1 to 4 substituents each of which is independently C_{1-6} alkyl, O C_{1-6} alkyl, C_{1-6} haloalkyl, O C_{1-6} haloalkyl, OH, halogen, CN, NO_2, $C(=O)R^a$, CO_2R^a, SO_2R^a, $N(R^a)C(=O)$ C_{1-6} haloalkyl, $N(R^a)C(=O)R^b$, $N(R^a)C(=O)N(R^a)R^b$, $N(R^a)CO_2R^b$, $N(R^a)SO_2R^b$, $C(=O)N(R^d)R^e$, or $SO_2N(R^d)R^e$;~~

~~(8) a 5- or 6-membered heteroaromatic ring containing from 1 to 4 heteroatoms independently selected from N, O and S, wherein the heteroaromatic ring is optionally substituted with from 1 to 4 substituents each of which is independently C_{1-6} alkyl, C_{1-6} haloalkyl, O C_{1-6} alkyl, O C_{1-6} haloalkyl, or OH,~~

~~(9) C_{1-6} alkyl substituted with O C_{1-6} alkyl, CN, $N(R^a)R^b$, $C(=O)N(R^a)R^b$, $C(=O)R^a$, CO_2R^a, SO_2R^a, or $SO_2N(R^a)R^b$, or~~

~~(10) C_{1-6} haloalkyl;~~

each R^a is independently H or C_{1-6} alkyl; and

each R^b is independently H or C_{1-6} alkyl.~~;~~

~~R^c is C_{1-6} haloalkyl or C_{1-6} alkyl substituted with CO_2R^a, SO_2R^a, $SO_2N(R^a)R^b$, or $N(R^a)R^b$; and~~

~~each R^d and R^e are independently H or C_{1-6} alkyl, or together with the N atom to which they are attached form a 4- to 7-membered saturated heterocyclic ring optionally containing a heteroatom in addition to the nitrogen attached to R^d and R^e selected from N, O, and S, wherein the S is optionally oxidized to S(O) or $S(O)_2$, and wherein the saturated heterocyclic ring is optionally substituted with from 1 to 4 substituents each of which is independently halogen, CN, C_{1-6} alkyl, OH, oxo, O C_{1-6} alkyl, C_{1-6} haloalkyl, $C(=O)R^a$, CO_2R^a, SO_2R^a, or $SO_2N(R^a)R^b$.~~

2. (currently amended) The compound according to claim 1, or a pharmaceutically acceptable salt thereof, wherein:

~~bond "$\overset{a}{=\!=\!=}$" in the ring is a single bond;~~

X^1 and X^2 are each independently:

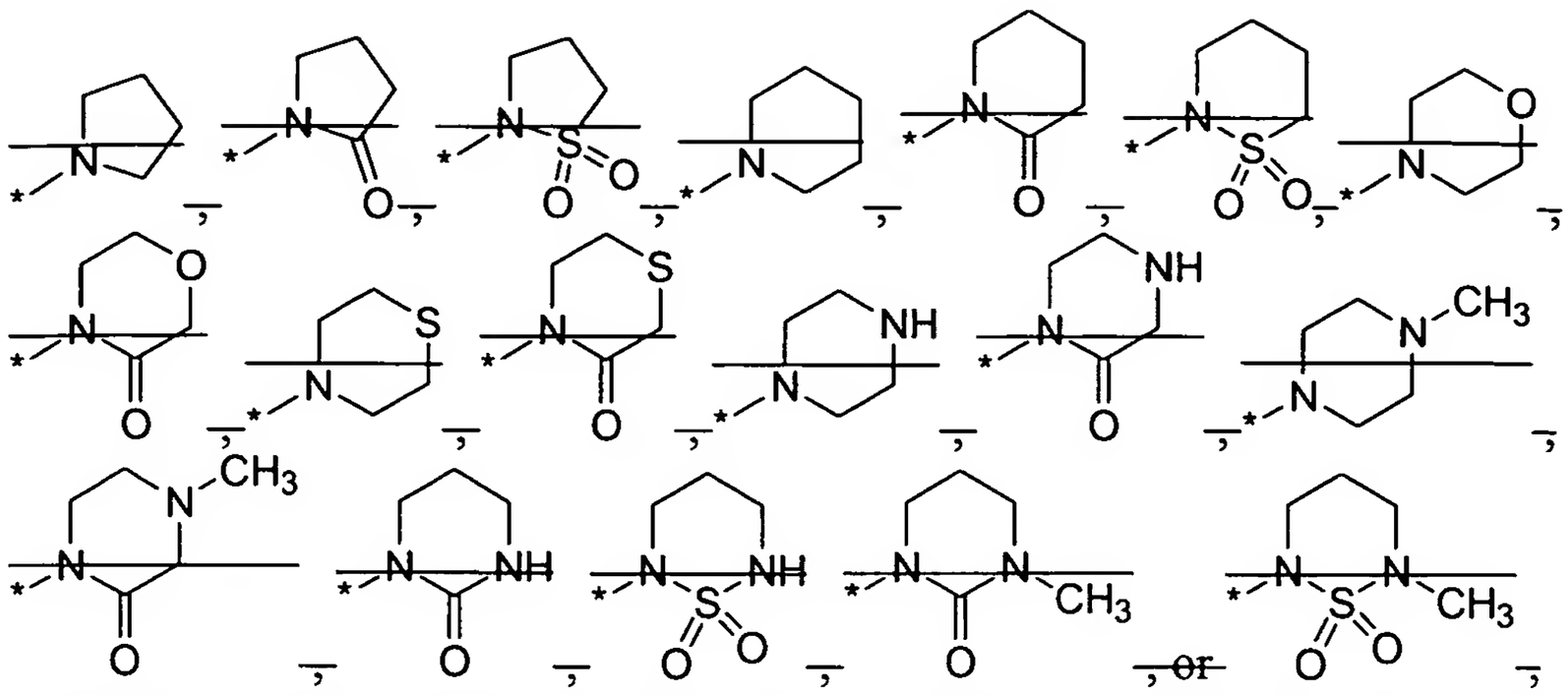
(1) -H,
(2) -C_{1-4} alkyl,
(3) -C_{1-4} haloalkyl,
(4) ~~-OH,~~
~~(5) -O-C_{1-4} alkyl,~~
(5) ~~(6)~~ halogen,
(6) ~~(7)~~ -CN,
(7) ~~(8)~~ -C(=O)NH_2,
(8) ~~(9)~~ -C(=O)NH(-C_{1-4} alkyl),
(9) ~~(10)~~ -C(=O)N(-C_{1-4} alkyl)$_2$, or
(10) ~~(11)~~ -SO_2-C_{1-4} alkyl;

~~or alternatively X^1 and X^2 are respectively located on adjacent carbons in the phenyl ring and together form methylenedioxy or ethylenedioxy;~~

~~X^3 is -H, halogen, -C_{1-4} alkyl, or -O-C_{1-4} alkyl;~~

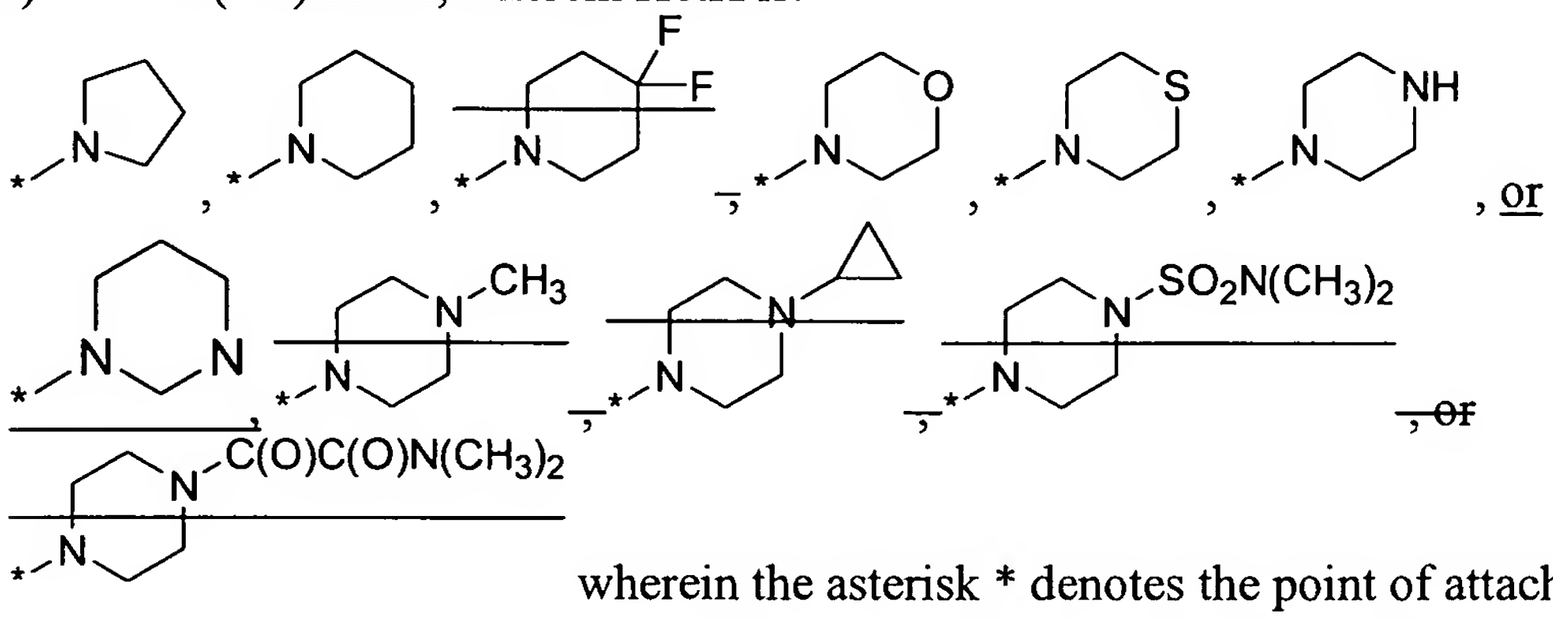
R^4 is:

(1) ~~-C_{1-4} alkyl,~~
~~(2) -CO_2H,~~
(2) ~~(3)~~ -C(=O)-O-C_{1-4} alkyl,
(3) ~~(4)~~ -C(=O)NH_2,
(4) -C(=O)NH-C_{1-4} alkyl,
~~(5) -C(=O)NH-C_{1-5} alkyl,~~
(5) ~~(6)~~ -C(=O)N(C_{1-4} alkyl)$_2$,
(6) ~~(7)~~ -C(=O)-NH-$(CH_2)_{2-3}$-O-C_{1-4} alkyl,
(7) ~~(8)~~ -C(=O)-N(C_{1-4} alkyl)-$(CH_2)_{2-3}$-O-C_{1-4} alkyl,
(8) ~~(9)~~ -NHC(=O)-C_{1-4} alkyl,
(9) ~~(10)~~ -N(C_{1-4} alkyl)C(=O)-C_{1-4} alkyl,
(10) ~~(11)~~ -$NHSO_2$-C_{1-4} alkyl,
(11) ~~(12)~~ -N(C_{1-4} alkyl)SO_2-C_{1-4} alkyl,
~~(13) -C_{3-6} cycloalkyl,~~
~~(14) -HetK wherein HetK is:~~



~~wherein the asterisk * denotes the point of attachment to the rest of the compound,~~

(12) ~~(15)~~ -C(=O)-HetK, wherein HetK is:



wherein the asterisk * denotes the point of attachment to the rest of the compound,

~~(16) —C(=O)NH-HetK or -C(=O)N(C1-4 alkyl)-HetK, wherein HetK is a saturated heterocyclic selected from the group consisting of pyrrolidinyl, piperidinyl, piperazinyl, morpholinyl, and thiomorpholinyl, wherein the saturated heterocyclic is optionally substituted with from 1 to 2 substituents each of which is independently C1-4 alkyl, SO2-C1-4 alkyl, or —SO2N(C1-4 alkyl)2;~~

(13) ~~(17)~~ -C(=O)NH-$(CH_2)_{0-1}$-(C_{3-6} cycloalkyl),

(14) ~~(18)~~ -C(=O)N(C_{1-4} alkyl)-$(CH_2)_{0-1}$-(C_{3-6} cycloalkyl),

(15) ~~(19)~~ -C(=O)NH-CH_2-phenyl, or ~~wherein the phenyl is optionally substituted with 1 or 2 substituents each of which is independently halogen, -C1-4 alkyl, -CF3, -O-C1-4 alkyl, or -OCF3;~~

(16) ~~(20)~~ -C(=O)N(C_{1-4} alkyl)-CH_2-phenyl; and ~~, wherein the phenyl is optionally substituted with 1 or 2 substituents each of which is independently halogen, C1-4 alkyl, -CF3, O C1-4 alkyl, or OCF3;~~

~~(21) —HetL, wherein HetL is a heteroaromatic ring which is pyrrolyl, thienyl, furanyl, imidazolyl, oxazolyl, thiazolyl, isoxazolyl, isothiazolyl, pyrazolyl, triazolyl, tetrazolyl, oxadiazolyl, pyridinyl, pyrimidinyl, or pyrazinyl, wherein the~~

~~heteroaromatic ring is optionally substituted with from 1 to 4 substituents each of which is independently halogen or -C1-4 alkyl,~~

~~(22) -C(O)N(H)-C1-4 haloalkyl,~~

~~(23) -C(O)N(C1-4 alkyl)-C1-4 haloalkyl,~~

~~(24) -C(O)N(H)-(CH2)1-2SO2-C1-4 alkyl,~~

~~(25) -C(O)N(C1-4 alkyl)-(CH2)1-2SO2-C1-4 alkyl,~~

~~(26) -C(O)N(H)-(CH2)1-2N(C1-4 alkyl)2,~~

~~(27) -C(O)N(C1-4 alkyl)-(CH2)1-2N(C1-4 alkyl)2, or~~

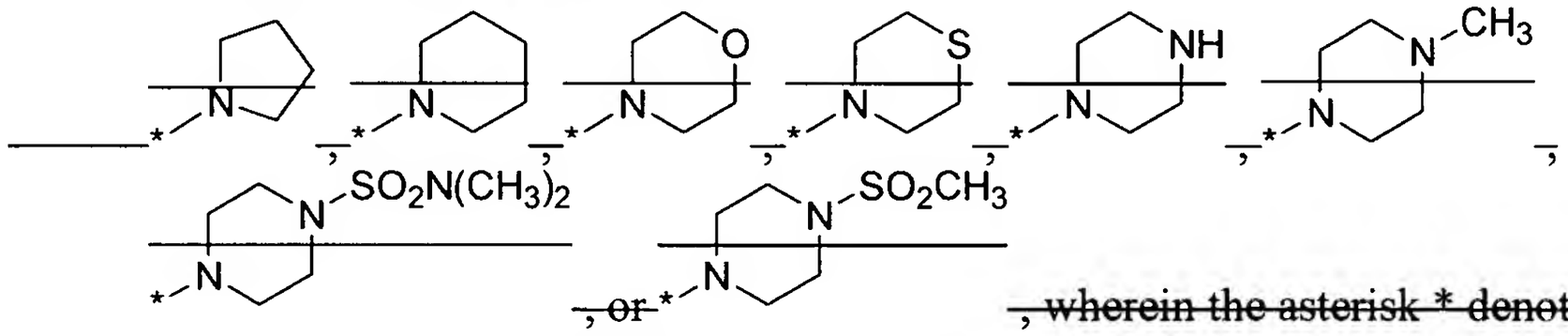
~~(28) -Cl or -Br; and~~

R5 is:

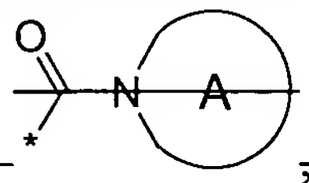
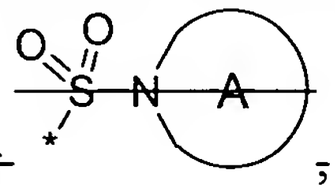
(1) -H,
(2) -C1-4 alkyl,
(3) -C3-6 cycloalkyl,
(4) -CH2-C3-6 cycloalkyl, or
(5) -CH2-phenyl.

~~(5) -CH2-phenyl, wherein the phenyl is optionally substituted with from 1 to 3 substituents each of which is independently halogen, -C1-4 alkyl, -CF3, -O-C1-4 alkyl, or -OCF3;~~

~~(6) -(CH2)1-2-HetD, wherein HetD is:~~



~~, wherein the asterisk * denotes the point of attachment to the rest of the compound;~~

~~(7) phenyl which is optionally substituted with -C1-4 alkyl, -O-C1-4 alkyl, -CF3, -OCF3, halogen, -CN, -NO2, -C(=O)-C1-4 alkyl, -C(=O)-O-C1-4 alkyl, -C(O)NH2, -C(O)N(H)-C1-4 alkyl, -C(O)N(C1-4 alkyl)2, -SO2-C1-4 alkyl, -SO2NH2, -SO2N(H)-C1-4 alkyl, -SO2N(C1-4 alkyl)2, -N(H)C(=O)-C1-4 alkyl, -N(C1-4 alkyl)C(=O)-C1-4 alkyl, -N(H)C(=O)-CF3, -N(C1-4 alkyl)C(=O)-CF3, -N(H)C(=O)N(H)C1-4 alkyl, -N(C1-4 alkyl)C(=O)N(H)C1-4 alkyl, -N(H)C(=O)N(C1-4 alkyl)2, -N(C1-4 alkyl)C(=O)N(C1-4 alkyl)2, -N(H)C(=O)-O-C1-4 alkyl, -N(C1-4 alkyl)C(=O)-O-C1-4 alkyl, -N(H)SO2-C1-4 alkyl, -N(C1-4 alkyl)SO2-C1-4 alkyl,~~  ~~, or~~  ;

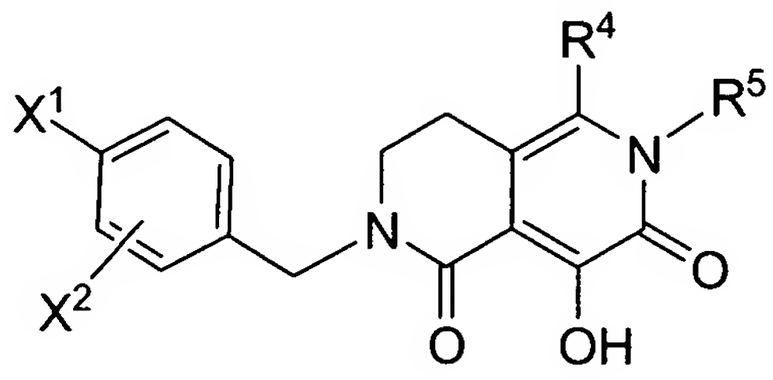
~~wherein ring A is pyrrolidinyl, piperidinyl, morpholinyl, thiomorpholinyl, or piperazinyl optionally substituted on the other ring nitrogen with methyl or SO_2-CH_3,~~

~~(8) a 5- or 6-membered heteroaromatic ring which is pyrrolyl, thienyl, furanyl, imidazolyl, oxazolyl, thiazolyl, isoxazolyl, isothiazolyl, pyrazolyl, triazolyl, tetrazolyl, pyridinyl, pyrimidinyl, or pyrazinyl, wherein the heteroaromatic ring is optionally substituted with from 1 to 2 substituents each of which is independently halogen or C_{1-4}-alkyl,~~

~~(9) C_{1-4}-alkyl substituted with -O-C_{1-4}-alkyl, -CN, $-NH_2$, -N(H)-C_{1-4}-alkyl, -N(C_{1-4}-alkyl)$_2$, -C(O)NH_2, -C(O)N(H)-C_{1-4}-alkyl, -C(O)N(C_{1-4}-alkyl)$_2$, -C(=O)-C_{1-4}-alkyl, -C(=O)-O-C_{1-4}-alkyl, -SO_2-C_{1-4}-alkyl, -SO_2NH_2, -SO_2N(H)-C_{1-4}-alkyl, or -SO_2N(C_{1-4}-alkyl)$_2$, or~~

~~(10) C_{1-4}-fluoroalkyl.~~

3. (currently amended) The compound according to claim 1, or a pharmaceutically acceptable salt thereof, which is a compound of Formula III:



(III)

wherein:

X1 is:

(1) -H,
(2) bromo,
(3) chloro,
(4) fluoro, or
(5) methoxy;

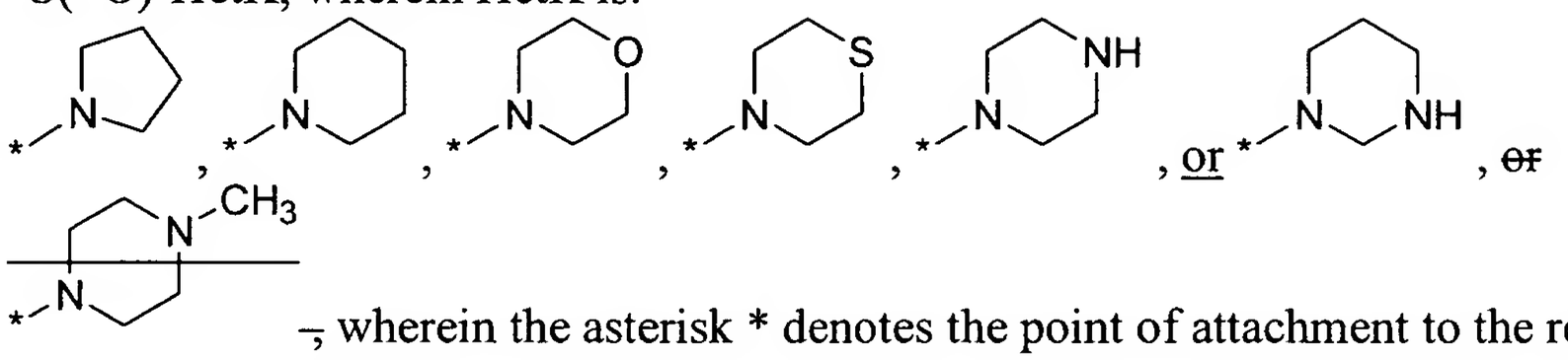
X2 is:

(1) -H,
(2) bromo,
(3) chloro,
(4) fluoro,

(5) methoxy,
(6) -C_{1-4} alkyl,
(7) -CF_3,
(8) -OCF_3,
(9) -CN, or
(10) -$SO_2(C_{1-4}$ alkyl);

R^4 is:

(1) -CO_2H,
(2) -C(=O)-O-C_{1-4} alkyl,
(3) -$C(=O)NH_2$,
(4) -C(=O)NH-C_{1-4} alkyl,
(5) -$C(=O)N(C_{1-4}$ alkyl$)_2$,
(6) -C(=O)-NH-$(CH_2)_{2-3}$-O-C_{1-4} alkyl,
(7) -C(=O)-N(C_{1-4} alkyl)-$(CH_2)_{2-3}$-O-C_{1-4} alkyl,
(8) -NHC(=O)-C_{1-4} alkyl,
(9) -N(C_{1-4} alkyl)C(=O)-C_{1-4} alkyl,
(10) -$NHSO_2$-C_{1-4} alkyl,
(11) -N(C_{1-4} alkyl)SO_2-C_{1-4} alkyl,
(12) -C(=O)-HetK, wherein HetK is:



–, wherein the asterisk * denotes the point of attachment to the rest of the compound,

(13) -C(=O)NH-$(CH_2)_{0-1}$-(C_{3-6} cycloalkyl),
(14) -C(=O)N(C_{1-4} alkyl)-$(CH_2)_{0-1}$-(C_{3-6} cycloalkyl),
(15) -C(=O)NH-CH_2-phenyl, or
(16) -C(=O)N(C_{1-4} alkyl)-CH_2-phenyl; and

R^5 is:

(1) -H,
(2) -C_{1-4} alkyl,
(3) cyclopropyl,
(4) cyclobutyl,

(5) -CH_2-cyclopropyl,

(6) -CH_2-cyclobutyl, or

(7) -CH_2-phenyl.

4. (canceled).

5. (canceled)

6. (canceled)

7. (canceled)

8. (canceled)

9. (previously presented) A pharmaceutical composition comprising an effective amount of a compound according to claim 20, or a pharmaceutically acceptable salt thereof, and a pharmaceutically acceptable carrier.

10. (previously presented) A method of inhibiting HIV integrase in a subject in need thereof which comprises administering to the subject an effective amount of the compound according to claim 20, or a pharmaceutically acceptable salt thereof.

11. (previously presented) A method for preventing or treating infection by HIV or for preventing, treating or delaying the onset of AIDS in a subject in need thereof which comprises administering to the subject an effective amount of the compound according to claim 20, or a pharmaceutically acceptable salt thereof.

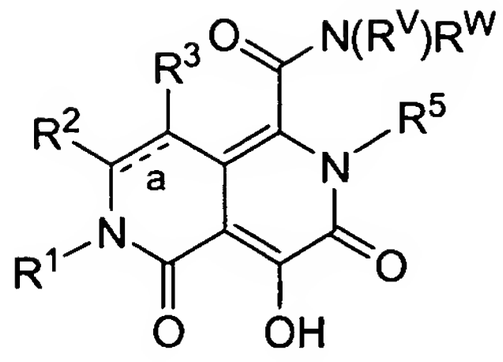
12. (canceled)

13. (canceled)

14. (canceled)

15. (canceled)

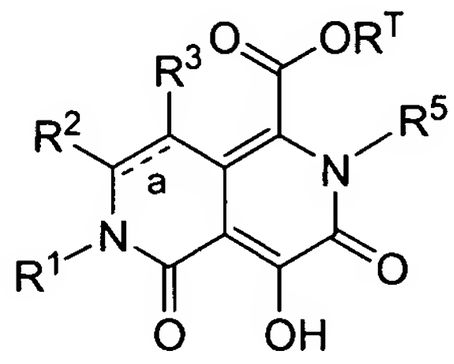
16. (original) A process for preparing a compound of Formula IV:



(IV),

which comprises:

(B) contacting a compound of Formula V:



(V)

with a Grignard salt of an amine of Formula VI:

$$HN(R^V)R^W \quad (VI)$$

to obtain Compound IV; wherein:

bond " $\overset{a}{=\!=\!=}$ " in the ring is a single bond or a double bond;

R^1 is -C_{1-6} alkyl substituted with R^J, wherein R^J is:

(A) aryl or aryl fused to a 5- or 6-membered heteroaromatic ring containing from 1 to 4 heteroatoms independently selected from N, O and S, wherein the aryl or fused aryl is:

(a) optionally substituted with from 1 to 5 substituents each of which is independently:

(1) -C_{1-6} alkyl,

(2) -C_{1-6} alkyl substituted with -O-C_{1-6} alkyl, -O-C_{1-6} haloalkyl, -NO_2, -$N(R^a)R^b$, or -$S(O)_nR^a$,

(3) -C_{1-6} haloalkyl,

(4) -O-C_{1-6} alkyl,

(5) halogen,

(6) $C(=O)N(R^a)R^b$, or

(7) -SO_2R^a, and

(b) optionally substituted with 1 or 2 substituents each of which is independently:

(1) phenyl,

(2) benzyl, or

(3) -HetB;

wherein each HetB is a 5- or 6-membered heteroaromatic ring containing from 1 to 4 heteroatoms independently selected from N, O and S, wherein the heteroaromatic ring is optionally substituted with from 1 to 4 substituents each of which is independently halogen, -C_{1-6} alkyl, -C_{1-6} haloalkyl, -O-C_{1-6} alkyl, or -O-C_{1-6} haloalkyl; or

(B) a 5- or 6-membered heteroaromatic ring containing from 1 to 4 heteroatoms independently selected from N, O and S; wherein the heteroaromatic ring is

(i) optionally substituted with from 1 to 4 substituents each of which is independently halogen, -C_{1-6} alkyl, -C_{1-6} haloalkyl, -O-C_{1-6} alkyl, or -O-C_{1-6} haloalkyl, and

(ii) optionally substituted with 1 or 2 substituents each of which is independently aryl or -C_{1-6} alkyl substituted with aryl;

R^2 and R^3 are each independently -H or -C_{1-6} alkyl;

R^5 is:

(1) -C_{1-6} alkyl,

(2) -C_{3-8} cycloalkyl optionally substituted with from 1 to 4 substituents each of which is independently -C_{1-6} alkyl or -O-C_{1-6} alkyl,

(3) -C_{1-6} alkyl substituted with C_{3-8} cycloalkyl, wherein the cycloalkyl is optionally substituted with from 1 to 4 substituents each of which is independently -C_{1-6} alkyl or -O-C_{1-6} alkyl,

(4) -C_{1-6} alkyl substituted with aryl, wherein the aryl is optionally substituted with from 1 to 5 substituents each of which is independently -C_{1-6} alkyl, -C_{1-6} alkylene-O-C_{1-6} alkyl, or halogen, or

(5) -C_{1-6} alkyl substituted with a 5- or 6-membered heteroaromatic ring containing from 1 to 4 heteroatoms independently selected from N, O and S, wherein the heteroaromatic ring is optionally substituted with from 1 to 4 substituents each of which is independently -C_{1-6} alkyl;

R^T is -C_{1-6} alkyl;

R^V and R^W are each independently -C_{1-6} alkyl or R^V and R^W together with the N atom to which they are both attached form a 4- to 6-membered saturated heterocyclic ring optionally containing a heteroatom in addition to the nitrogen attached to R^V and R^W selected from N, O, and S, where the S is optionally oxidized to S(O) or $S(O)_2$, and wherein the saturated heterocyclic ring is optionally substituted with 1 or 2 substituents each of which is independently a C_{1-6} alkyl group;

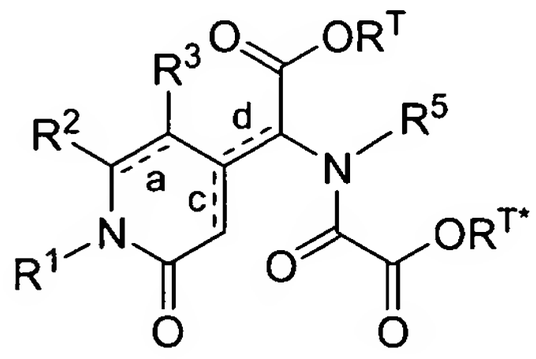
each aryl is independently phenyl, naphthyl, or indenyl;

each R^a is independently H or C_{1-6} alkyl; and

each R^b is independently H or C_{1-6} alkyl.

17. (original) The process according to claim 16, wherein the process further comprises:

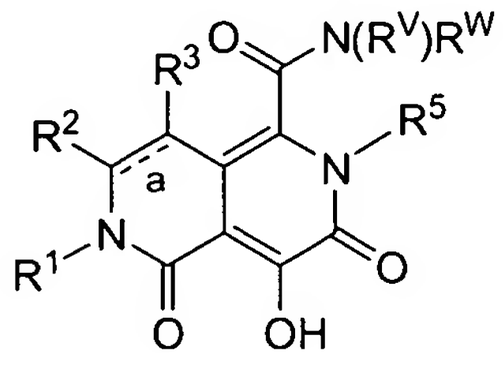
(A) treating a compound of Formula IX:



(IX)

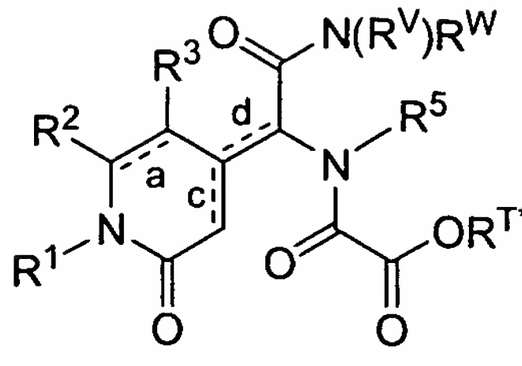
with (i) a tertiary amine base in the presence of a lithium salt or (ii) an alkoxide base, to obtain a compound of Formula V; wherein one of bonds "$\overset{c}{\text{----}}$" and "$\overset{d}{\text{----}}$" is a single bond and the other is a double bond; and R^{T*} is C_{1-6} alkyl.

18. (original) A process for preparing a compound of Formula IV:



(IV),

which comprises treating a compound of Formula X:



(X)

with (i) a tertiary amine base in the presence of a lithium salt or (ii) an alkoxide base, to obtain a compound of Formula IV, wherein:

bond " $\overset{a}{=\!=\!=}$ " in the ring is a single bond or a double bond;

R^1 is -C_{1-6} alkyl substituted with R^J, wherein R^J is:

(A) aryl or aryl fused to a 5- or 6-membered heteroaromatic ring containing from 1 to 4 heteroatoms independently selected from N, O and S, wherein the aryl or fused aryl is:

(a) optionally substituted with from 1 to 5 substituents each of which is independently:

(1) -C_{1-6} alkyl,

(2) -C_{1-6} alkyl substituted with -O-C_{1-6} alkyl, -O-C_{1-6} haloalkyl, -NO_2, -$N(R^a)R^b$, or -$S(O)_nR^a$,

(3) -C_{1-6} haloalkyl,

(4) -O-C_{1-6} alkyl,

(5) halogen,

(6) $C(=O)N(R^a)R^b$, or

(7) -SO_2R^a, and

(b) optionally substituted with 1 or 2 substituents each of which is independently:

(1) phenyl,

(2) benzyl, or

(3) -HetB;

wherein each HetB is a 5- or 6-membered heteroaromatic ring containing from 1 to 4 heteroatoms independently selected from N, O and S, wherein the heteroaromatic ring is optionally substituted with from 1 to 4 substituents each of which is independently halogen, -C_{1-6} alkyl, -C_{1-6} haloalkyl, -O-C_{1-6} alkyl, or -O-C_{1-6} haloalkyl; or

(B) a 5- or 6-membered heteroaromatic ring containing from 1 to 4 heteroatoms independently selected from N, O and S; wherein the heteroaromatic ring is

(i) optionally substituted with from 1 to 4 substituents each of which is independently halogen, -C_{1-6} alkyl, -C_{1-6} haloalkyl, -O-C_{1-6} alkyl, or -O-C_{1-6} haloalkyl, and

(ii) optionally substituted with 1 or 2 substituents each of which is independently aryl or -C_{1-6} alkyl substituted with aryl;

R^2 and R^3 are each independently -H or -C_{1-6} alkyl;

R^5 is:

(1) -C_{1-6} alkyl,

(2) -C_{3-8} cycloalkyl optionally substituted with from 1 to 4 substituents each of which is independently -C_{1-6} alkyl or -O-C_{1-6} alkyl,

(3) -C_{1-6} alkyl substituted with C_{3-8} cycloalkyl, wherein the cycloalkyl is optionally substituted with from 1 to 4 substituents each of which is independently -C_{1-6} alkyl or -O-C_{1-6} alkyl,

(4) -C_{1-6} alkyl substituted with aryl, wherein the aryl is optionally substituted with from 1 to 5 substituents each of which is independently -C_{1-6} alkyl, -C_{1-6} alkylene-O-C_{1-6} alkyl, or halogen, or

(5) -C_{1-6} alkyl substituted with a 5- or 6-membered heteroaromatic ring containing from 1 to 4 heteroatoms independently selected from N, O and S, wherein the heteroaromatic ring is optionally substituted with from 1 to 4 substituents each of which is independently -C_{1-6} alkyl;

R^V and R^W are each independently -C_{1-6} alkyl or R^V and R^W together with the N atom to which they are both attached form a 4- to 6-membered saturated heterocyclic ring optionally containing a heteroatom in addition to the nitrogen attached to R^V and R^W selected from N, O, and S, where the S is optionally oxidized to S(O) or $S(O)_2$, and wherein the saturated heterocyclic ring is optionally substituted with 1 or 2 substituents each of which is independently a C_{1-6} alkyl group;

each aryl is independently phenyl, naphthyl, or indenyl;

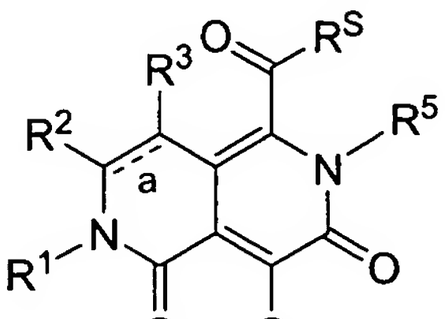
each R^a is independently H or C_{1-6} alkyl;

each R^b is independently H or C_{1-6} alkyl;

one of bonds "$\overset{c}{=\!=\!=}$" and "$\overset{d}{=\!=\!=}$" is a single bond and the other is a double bond; and

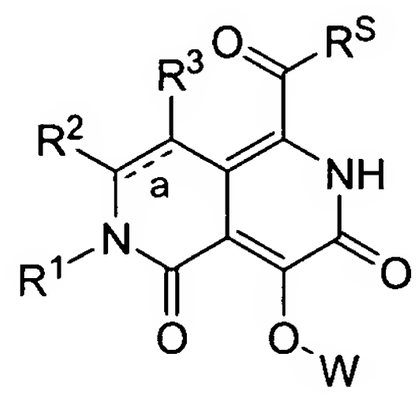
R^{T*} is C_{1-6} alkyl.

19. (original) A process for preparing a compound of Formula VII:



(VII)

which comprises reacting an alkylating agent of formula R^5-Z with a compound of Formula VIII:



(VIII)

in a polar aprotic solvent and in the presence of a base selected from a magnesium base and a calcium base; wherein:

bond "$\overset{a}{=\!=\!=}$" in the ring is a single bond or a double bond;

W is -H or -C_{1-6} alkyl;

Z is halogen or -SO_3-Q wherein Q is (i) C_{1-6} alkyl or (ii) phenyl optionally substituted with 1 or 2 substituents each of which is independently a C_{1-6} alkyl;

R^S is -O-C_{1-6} alkyl or $N(R^V)R^W$ wherein R^V and R^W are each independently -C_{1-6} alkyl or R^V and R^W together with the N atom to which they are both attached form a 4- to 6-membered saturated heterocyclic ring optionally containing a heteroatom in addition to the nitrogen attached to R^V and R^W selected from N, O, and S, where the S is optionally oxidized to S(O) or $S(O)_2$,

and wherein the saturated heterocyclic ring is optionally substituted with 1 or 2 substituents each of which is independently a C_{1-6} alkyl group;

R^1 is -C_{1-6} alkyl substituted with R^J, wherein R^J is:

(A) aryl or aryl fused to a 5- or 6-membered heteroaromatic ring containing from 1 to 4 heteroatoms independently selected from N, O and S, wherein the aryl or fused aryl is:

(a) optionally substituted with from 1 to 5 substituents each of which is independently:

(1) -C_{1-6} alkyl optionally substituted with -OH, -O-C_{1-6} alkyl, -O-C_{1-6} haloalkyl, -CN, -NO_2, -$N(R^a)R^b$, -$C(=O)N(R^a)R^b$, -$C(=O)R^a$, -CO_2R^a, -$S(O)_nR^a$, -$SO_2N(R^a)R^b$, -$N(R^a)C(=O)R^b$, -$N(R^a)CO_2R^b$, -$N(R^a)SO_2R^b$, -$N(R^a)SO_2N(R^a)R^b$, -$OC(=O)N(R^a)R^b$, or -$N(R^a)C(=O)N(R^a)R^b$,

(2) -O-C_{1-6} alkyl,

(3) -C_{1-6} haloalkyl,

(4) -O-C_{1-6} haloalkyl,

(5) -OH,

(6) halogen,

(7) -CN,

(8) -NO_2,

(9) -$N(R^a)R^b$,

(10) -$C(=O)N(R^a)R^b$,

(11) -$C(=O)R^a$,

(12) -CO_2R^a,

(13) -SR^a,

(14) -$S(=O)R^a$,

(15) -SO_2R^a,

(16) -$SO_2N(R^a)R^b$,

(17) -$N(R^a)SO_2R^b$,

(18) -$N(R^a)SO_2N(R^a)R^b$,

(19) -$N(R^a)C(=O)R^b$,

(20) -$N(R^a)C(=O)$-$C(=O)N(R^a)R^b$, or

(21) -$N(R^a)CO_2R^b$, and

(b) optionally substituted with 1 or 2 substituents each of which is independently:

(1) phenyl,

(2) benzyl,

(3) -HetA,

(4) -C(=O)-HetA, or

(5) -HetB;

wherein each HetA is independently a C_{4-7} azacycloalkyl or a C_{3-6} diazacycloalkyl, either of which is optionally substituted with from 1 to 4 substituents each of which is independently oxo or C_{1-6} alkyl; and

wherein each HetB is a 5- or 6-membered heteroaromatic ring containing from 1 to 4 heteroatoms independently selected from N, O and S, wherein the heteroaromatic ring is optionally substituted with from 1 to 4 substituents each of which is independently halogen, -C_{1-6} alkyl, -C_{1-6} haloalkyl, -O-C_{1-6} alkyl, -O-C_{1-6} haloalkyl, or hydroxy; or

(B) a 5- or 6-membered heteroaromatic ring containing from 1 to 4 heteroatoms independently selected from N, O and S; wherein the heteroaromatic ring is

(i) optionally substituted with from 1 to 4 substituents each of which is independently halogen, -C_{1-6} alkyl, -C_{1-6} haloalkyl, -O-C_{1-6} alkyl, -O-C_{1-6} haloalkyl, or hydroxy, and

(ii) optionally substituted with 1 or 2 substituents each of which is independently aryl or -C_{1-6} alkyl substituted with aryl;

R^2 and R^3 are each independently -H or -C_{1-6} alkyl;

R^5 is:

(1) -C_{1-6} alkyl,

(2) -C_{3-8} cycloalkyl optionally substituted with from 1 to 4 substituents each of which is independently -C_{1-6} alkyl or -O-C_{1-6} alkyl,

(3) -C_{1-6} alkyl substituted with C_{3-8} cycloalkyl, wherein the cycloalkyl is optionally substituted with from 1 to 4 substituents each of which is independently -C_{1-6} alkyl or -O-C_{1-6} alkyl,

(4) -C_{1-6} alkyl substituted with aryl, wherein the aryl is optionally substituted with from 1 to 5 substituents each of which is independently -C_{1-6} alkyl, -C_{1-6} alkylene-O-C_{1-6} alkyl, or halogen, or

(5) -C_{1-6} alkyl substituted with a 5- or 6-membered heteroaromatic ring containing from 1 to 4 heteroatoms independently selected from N, O and S, wherein the heteroaromatic ring is optionally substituted with from 1 to 4 substituents each of which is independently -C_{1-6} alkyl;

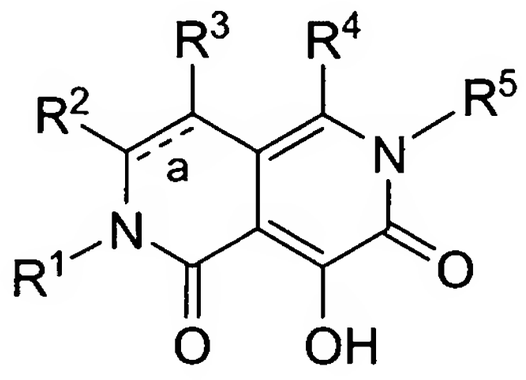
each aryl is independently phenyl, naphthyl, or indenyl;

each R^a is independently H or C_{1-6} alkyl;

each R^b is independently H or C_{1-6} alkyl; and

each n is independently an integer equal to zero, 1, or 2.

20. (currently amended) A compound of Formula I, or a pharmaceutically acceptable salt thereof:



(I)

wherein:

bond " $\overset{a}{=\!=\!=}$ " in the ring is a single bond or a double bond;

R^1 is ~~-C_{1-6} alkyl, R^J, or~~ -C_{1-6} alkyl substituted with R^J, wherein R^J is:

(A) (i) aryl or (ii) aryl fused to a 5- or 6-membered heteroaromatic ring containing from 1 to 4 heteroatoms independently selected from N, O and S, ~~or (iii) aryl substituted on two adjacent ring carbons with alkylenedioxy,~~ wherein the aryl or fused aryl is: ~~or alkylenedioxy aryl is:~~

(a) optionally substituted with from 1 to 5 substituents each of which is independently:

(1) -C_{1-6} alkyl optionally substituted with -OH, -O-C_{1-6} alkyl, -O-C_{1-6} haloalkyl, -CN, -NO_2, -$N(R^a)R^b$, -$C(=O)N(R^a)R^b$, -$C(=O)R^a$, -CO_2R^a, -$S(O)_nR^a$, -$SO_2N(R^a)R^b$, -$N(R^a)C(=O)R^b$,

$-N(R^a)CO_2R^b$, $-N(R^a)SO_2R^b$, $-N(R^a)SO_2N(R^a)R^b$, $-OC(=O)N(R^a)R^b$, or $-N(R^a)C(=O)N(R^a)R^b$,

(2) $-O-C_{1-6}$ alkyl,

(3) $-C_{1-6}$ haloalkyl,

(4) $-O-C_{1-6}$ haloalkyl,

(5) -OH,

(6) halogen,

(7) -CN,

(8) $-NO_2$,

(9) $-N(R^a)R^b$,

(10) $-C(=O)N(R^a)R^b$,

(11) $-C(=O)R^a$,

(12) $-CO_2R^a$,

(13) $-SR^a$,

(14) $-S(=O)R^a$,

(15) $-SO_2R^a$,

(16) $-SO_2N(R^a)R^b$,

(17) $-N(R^a)SO_2R^b$,

(18) $-N(R^a)SO_2N(R^a)R^b$,

(19) $-N(R^a)C(=O)R^b$,

(20) $-N(R^a)C(=O)-C(=O)N(R^a)R^b$, or

(21) $-N(R^a)CO_2R^b$, and ~~or~~

~~(22) $-N(R^a)C(=O)N(R^a)R^b$, and~~

(b) optionally substituted with 1 or 2 substituents each of which is independently:

(1) phenyl, ~~C_{3-8} cycloalkyl which is optionally substituted with from 1 to 4 substituents each of which is independently halogen, CN, C_{1-6} alkyl, OH, O-C_{1-6} alkyl, C_{1-6} haloalkyl, O-C_{1-6} haloalkyl, C_{1-6} alkylene-CN, C_{1-6} alkylene-OH, or C_{1-6} alkylene-O-C_{1-6} alkyl,~~

(2) benzyl, ~~aryl or C_{1-6} alkyl substituted with aryl, wherein in either case the aryl is optionally substituted with from 1 to 5 substituents each of which is independently halogen, CN, NO_2, C_{1-6} alkyl, C_{1-6} haloalkyl, OH, O-C_{1-6} alkyl, O-C_{1-6} haloalkyl, $N(R^a)R^b$, $C(O)N(R^a)R^b$, $C(O)R^a$, $C(O)OR^a$, SR^a, $S(O)R^a$, $S(O)_2R^a$, $S(O)_2N(R^a)R^b$, $S(O)_2N(R^a)C(O)R^b$, C_{1-6} alkylene-CN, C_{1-6} alkylene-NO_2, C_{1-6} alkylene-OH, C_{1-6} alkylene-O-C_{1-6} alkyl,~~

~~C_{1-6} alkylene-O-C_{1-6} haloalkyl, C_{1-6} alkylene-$N(R^a)R^b$, C_{1-6} alkylene-$C(O)N(R^a)R^b$, C_{1-6} alkylene-$C(O)R^a$, C_{1-6} alkylene-$C(O)OR^a$, C_{1-6} alkylene-SR^a, C_{1-6} alkylene-$S(O)R^a$, C_{1-6} alkylene-$S(O)_2R^a$, C_{1-6} alkylene-$S(O)_2N(R^a)R^b$, or C_{1-6} alkylene-$S(O)_2N(R^A)C(O)R^b$,~~

(3) -HetA,

(4) -C(=O)-HetA, or

(5) -HetB;

wherein each HetA is independently a C_{4-7} azacycloalkyl or a C_{3-6} diazacycloalkyl, either of which is optionally substituted with from 1 to 4 substituents each of which is independently oxo or C_{1-6} alkyl; and ~~halogen, CN, C_{1-6} alkyl, OH, oxo, O-C_{1-6} alkyl, C_{1-6} haloalkyl, $S(O)_2R^a$, C_{1-6} alkylene-CN, C_{1-6} alkylene-OH, or C_{1-6} alkylene-O-C_{1-6} alkyl; and~~

wherein each HetB is independently a 5- or 6-membered heteroaromatic ring containing from 1 to 4 heteroatoms independently selected from N, O and S, wherein the heteroaromatic ring is optionally substituted with from 1 to 4 substituents each of which is independently halogen, C_{1-6} alkyl, C_{1-6} haloalkyl, O-C_{1-6} alkyl, O-C_{1-6} haloalkyl, or hydroxy; ~~CN, NO_2, C_{1-6} alkyl, C_{1-6} haloalkyl, OH, O-C_{1-6} alkyl, or O-C_{1-6} haloalkyl, $N(R^a)R^b$, $C(O)N(R^a)R^b$, $C(O)R^a$, $C(O)OR^a$, SR^a, $S(O)R^a$, $S(O)_2R^a$, $S(O)_2N(R^a)R^b$, $S(O)_2N(R^a)C(O)R^b$, C_{1-6} alkylene-CN, C_{1-6} alkylene-NO_2, C_{1-6} alkylene-OH, C_{1-6} alkylene-O-C_{1-6} alkyl, C_{1-6} alkylene-O-C_{1-6} haloalkyl, C_{1-6} alkylene-$N(R^a)R^b$, C_{1-6} alkylene-$C(O)N(R^a)R^b$, C_{1-6} alkylene-$C(O)R^a$, C_{1-6} alkylene-$C(O)OR^a$, C_{1-6} alkylene-SR^a, C_{1-6} alkylene-$S(O)R^a$, C_{1-6} alkylene-$S(O)_2R^a$, C_{1-6} alkylene-$S(O)_2N(R^a)R^b$, or C_{1-6} alkylene-$S(O)_2N(R^a)C(O)R^b$;~~ or

(B) a 5- or 6-membered heteroaromatic ring containing from 1 to 4 heteroatoms independently selected from N, O and S, wherein the heteroaromatic ring is:

(i) optionally substituted with from 1 to 4 substituents each of which is independently halogen, -C_{1-6} alkyl, -C_{1-6} haloalkyl, -O-C_{1-6} alkyl, -O-C_{1-6} haloalkyl, or hydroxy; and

(ii) optionally substituted with 1 or 2 substituents each of which is independently aryl or -C_{1-6} alkyl substituted with aryl;

(a) optionally substituted with from 1 to 4 substituents each of which is independently:

(1) C_{1-6} alkyl optionally substituted with OH, O C_{1-6} alkyl, O C_{1-6} haloalkyl, CN, NO_2, $N(R^a)R^b$, $C(=O)N(R^a)R^b$, $C(=O)R^a$, CO_2R^a, $S(O)_nR^a$, $SO_2N(R^a)R^b$, $N(R^a)C(=O)R^b$, $N(R^a)CO_2R^b$, $N(R^a)SO_2R^b$, $N(R^a)SO_2N(R^a)R^b$, $OC(=O)N(R^a)R^b$, or $N(R^a)C(=O)N(R^a)R^b$,

(2) O C_{1-6} alkyl,

(3) C_{1-6} haloalkyl,

(4) O C_{1-6} haloalkyl,

(5) OH,

(6) halogen,

(7) CN,

(8) NO_2,

(9) $N(R^a)R^b$,

(10) $C(=O)N(R^a)R^b$,

(11) $C(=O)R^a$,

(12) CO_2R^a,

(13) SR^a,

(14) $S(=O)R^a$,

(15) SO_2R^a,

(16) $SO_2N(R^a)R^b$,

(17) $N(R^a)SO_2R^b$,

(18) $N(R^a)SO_2N(R^a)R^b$,

(19) $N(R^a)C(=O)R^b$,

(20) $N(R^a)C(=O)$ $C(=O)N(R^a)R^b$,

(21) $N(R^a)CO_2R^b$, or

(22) $N(R^a)C(=O)N(R^a)R^b$, and

(b) optionally substituted with 1 or 2 substituents each of which is independently:

(1) C_{3-8} cycloalkyl which is optionally substituted with from 1 to 4 substituents each of which is independently halogen, CN, C_{1-6} alkyl, OH, O C_{1-6} alkyl, C_{1-6} haloalkyl, O C_{1-6} haloalkyl, C_{1-6} alkylene CN, C_{1-6} alkylene OH, or C_{1-6} alkylene O C_{1-6} alkyl,

(2) aryl or C_{1-6} alkyl substituted with aryl, wherein in either case the aryl is optionally substituted with from 1 to 5 substituents each of

~~which is independently halogen, CN, NO_2, C_{1-6} alkyl, C_{1-6} haloalkyl, OH, O-C_{1-6} alkyl, O-C_{1-6} haloalkyl, $N(R^a)R^b$, $C(O)N(R^a)R^b$, $C(O)R^a$, $C(O)OR^a$, SR^a, $S(O)R^a$, $S(O)_2R^a$, $S(O)_2N(R^a)R^b$, $S(O)_2N(R^a)C(O)R^b$, C_{1-6} alkylene-CN, C_{1-6} alkylene-NO_2, C_{1-6} alkylene-OH, C_{1-6} alkylene-O-C_{1-6} alkyl, C_{1-6} alkylene-O-C_{1-6} haloalkyl, C_{1-6} alkylene-$N(R^a)R^b$, C_{1-6} alkylene-$C(O)N(R^a)R^b$, C_{1-6} alkylene-$C(O)R^a$, C_{1-6} alkylene-$C(O)OR^a$, C_{1-6} alkylene-SR^a, C_{1-6} alkylene-$S(O)R^a$, C_{1-6} alkylene-$S(O)_2R^a$, C_{1-6} alkylene-$S(O)_2N(R^a)R^b$, or C_{1-6} alkylene-$S(O)_2N(R^A)C(O)R^b$,~~

~~(3) HetA,~~

~~(4) C(=O)-HetA, or~~

~~(5) HetB;~~

~~wherein HetA and HetB are each independently as defined above;~~

R^2 and R^3 are each independently -H or -C_{1-6} alkyl;

~~R^2 is H or C_{1-6} alkyl;~~

~~R^3 independently has the same definition as R^4, with the proviso that at least one of R^3 and R^4 is -H or -C_{1-6} alkyl;~~

~~or, as an alternative, when bond "$\overset{a}{=\!=\!=}$" is a double bond, R^2 and R^3 together with the carbon atoms to which each is attached form:~~

~~(i) a benzene ring which is optionally substituted with a total of from 1 to 4 substituents wherein (a) from zero to 4 substituents are each independently one of substituents (1) to (22) as defined in part (A)(a) of the definition of R^1 and (b) from zero to 2 substituents are each independently one of the substituents (1) to (5) as defined in part (A)(b) of the definition of R^1, or~~

~~(ii) a 5- or 6-membered heteroaromatic ring containing from 1 to 4 heteroatoms independently selected from N, O and S, wherein the heteroaromatic ring is optionally substituted with a total of from 1 to 3 substituents wherein (a) from zero to 3 substituents are each independently one of substituents (1) to (22) as defined in part (B)(a) of the definition of R^1 and (b) from zero to 2 substituents~~

~~are each independently one of the substituents (1) to (5) as defined in part (B)(b) of the definition of R^1;~~

R^4 is:

(1) -H,

(2) -C_{1-6} alkyl,

(3) -C_{1-6} haloalkyl,

(4) -C_{1-6} alkyl substituted with -OH, -O-C_{1-6} alkyl, -O-C_{1-6} haloalkyl, -CN, -$N(R^a)R^b$, -$C(=O)N(R^a)R^b$, -$C(=O)R^a$, -CO_2R^a, -$C(=O)$-$N(R^a)$-C_{1-6} alkylene-OR^b with the proviso that the -$N(R^a)$- moiety and the -OR^b moiety are not both attached to the same carbon of the -C_{1-6} alkylene- moiety, -$S(O)_nR^a$, -$SO_2N(R^a)R^b$, -$N(R^a)C(=O)$-R^b, -$N(R^a)CO_2R^b$, -$N(R^a)SO_2R^b$, -$N(R^a)SO_2N(R^a)R^b$, -$N(R^a)C(=O)N(R^a)R^b$, or -$OC(=O)N(R^a)R^b$,

(5) -$C(=O)R^a$,

(6) -CO_2R^a,

(7) -$C(=O)N(R^a)R^b$,

(8) -$C(=O)$-$N(R^a)$-C_{1-6} alkylene-OR^b with the proviso that the -$N(R^a)$- moiety and the -OR^b moiety are not both attached to the same carbon of the -C_{1-6} alkylene- moiety,

(9) -$N(R^a)$-$C(=O)$-R^b,

(10) -$N(R^a)$-$C(=O)$-$C(=O)N(R^a)R^b$,

(11) -$N(R^a)SO_2R^b$,

(12) -$N(R^a)SO_2N(R^a)R^b$,

(13) -$N(R^a)C(=O)N(R^a)R^b$,

(14) -$OC(=O)N(R^a)R^b$,

(15) -R^K,

(16) -$C(=O)$-R^K,

(17) -$C(=O)N(R^a)$-R^K,

(18) -$C(=O)N(R^a)$-C_{1-6} alkylene-R^K,

(19) -C_{1-6} alkyl substituted with -R^K,

(20) -C_{1-6} alkyl substituted with -$C(=O)$-R^K,

(21) -C_{1-6} alkyl substituted with -$C(=O)N(R^a)$-R^K, or

(22) -C_{1-6} alkyl substituted with -$C(=O)N(R^a)$-C_{1-6} alkylene-R^K;

~~(23) -$C(=O)N(R^a)R^c$,~~

~~(24) -CN,~~

~~(25) halogen,~~

~~(26) $N(R^a)R^b$, or~~

~~(27) $N(R^a)CO_2R^b$;~~

wherein R^K is

(i) C_{3-8} cycloalkyl which is optionally substituted with from 1 to 4 substituents each of which is independently halogen, -OH, -C_{1-6} alkyl, -C_{1-6} haloalkyl, -O-C_{1-6} alkyl, or -O-C_{1-6} haloalkyl, ~~CN, C_{1-6} alkyl, OH, O C_{1-6} alkyl, C_{1-6} haloalkyl, O C_{1-6} haloalkyl, C_{1-6} alkylene CN, C_{1-6} alkylene OH, or C_{1-6} alkylene O C_{1-6} alkyl,~~

(ii) aryl, which is optionally substituted with from 1 to 5 substituents each of which is independently -C_{1-6} alkyl, -C_{1-6} alkylene-OH, -C_{1-6} alkylene-O-C_{1-6} alkyl, -C_{1-6} alkylene-O-C_{1-6} haloalkyl, -C_{1-6} alkylene-$N(R^a)R^b$, -C_{1-6} alkylene-$C(=O)N(R^a)R^b$, -C_{1-6} alkylene-$C(=O)R^a$, -C_{1-6} alkylene-CO_2R^a, -C_{1-6} alkylene-$S(O)_nR^a$, -O-C_{1-6} alkyl, -C_{1-6} haloalkyl, -O-C_{1-6} haloalkyl, -OH, halogen, $-N(R^a)R^b$, $-C(=O)N(R^a)R^b$, $-C(=O)R^a$, $-CO_2R^a$, $-S(O)_nR^a$, or $-SO_2N(R^a)R^b$,

(iii) HetK, which is a 4- to 7-membered saturated heterocyclic ring containing at least one carbon atom and from 1 to 4 heteroatoms independently selected from N, O and S, wherein the heterocyclic ring is:

(a) optionally substituted with from 1 to 6 substituents each of which is independently halogen, -C_{1-6} alkyl, -C_{1-6} haloalkyl, -O-C_{1-6} alkyl, -O-C_{1-6} haloalkyl, or oxo; ~~oxo, $-C(=O)N(R^a)R^b$, $-C(=O)C(=O)N(R^a)R^b$, $-C(=O)R^a$, $-CO_2R^a$, $-S(O)_nR^a$, or $-SO_2N(R^a)R^b$;~~ and

(b) optionally substituted with aryl or HetC; ~~with:~~

~~(1) C_{3-8} cycloalkyl which is optionally substituted with from 1 to 4 substituents each of which is independently halogen, CN, C_{1-6} alkyl, OH, O C_{1-6} alkyl, C_{1-6} haloalkyl, O C_{1-6} haloalkyl, C_{1-6} alkylene CN, C_{1-6} alkylene OH, or C_{1-6} alkylene O C_{1-6} alkyl,~~

~~(2) aryl which is optionally substituted with from 1 to 5 substituents each of which is independently halogen, CN, NO_2, C_{1-6} alkyl, C_{1-6} haloalkyl, OH, O C_{1-6} alkyl, O C_{1-6} haloalkyl, $N(R^a)R^b$, $C(O)N(R^a)R^b$, $C(O)R^a$, $C(O)OR^a$, SR^a, $S(O)R^a$, $S(O)_2R^a$, $S(O)_2N(R^a)R^b$, $S(O)_2N(R^a)C(O)R^b$, C_{1-6} alkylene CN, C_{1-6}~~

~~alkylene NO_2, C_{1-6} alkylene OH, C_{1-6} alkylene O C_{1-6} alkyl, C_{1-6} alkylene O C_{1-6} haloalkyl, C_{1-6} alkylene $N(R^a)R^b$, C_{1-6} alkylene $C(O)N(R^a)R^b$, C_{1-6} alkylene $C(O)R^a$, C_{1-6} alkylene $C(O)OR^a$, C_{1-6} alkylene SR^a, C_{1-6} alkylene $S(O)R^a$, C_{1-6} alkylene $S(O)_2R^a$, C_{1-6} alkylene $S(O)_2N(R^a)R^b$, or C_{1-6} alkylene $S(O)_2N(R^A)C(O)R^b$, or~~

~~(3) HetC,~~

wherein HetC is a 5- or 6-membered heteroaromatic ring containing from 1 to 4 heteroatoms independently selected from N, O and S, wherein the heteroaromatic ring is optionally fused with a benzene ring, and the optionally fused heteroaromatic ring is optionally substituted with from 1 to 4 substituents each of which is independently -C_{1-6} alkyl, -C_{1-6} haloalkyl, -O-C_{1-6} alkyl, -O-C_{1-6} haloalkyl, or hydroxy; or ~~halogen, CN, NO_2, C_{1-6} alkyl, C_{1-6} haloalkyl, OH, O-C_{1-6} alkyl, O-C_{1-6} haloalkyl, $N(R^a)R^b$, $C(O)N(R^a)R^b$, $C(O)R^a$, $C(O)OR^a$, SR^a, $S(O)R^a$, $S(O)_2R^a$, $S(O)_2N(R^a)R^b$, $S(O)_2N(R^a)C(O)R^b$, C_{1-6} alkylene CN, C_{1-6} alkylene NO_2, C_{1-6} alkylene OH, C_{1-6} alkylene O-C_{1-6} alkyl, C_{1-6} alkylene O-C_{1-6} haloalkyl, C_{1-6} alkylene $N(R^a)R^b$, C_{1-6} alkylene $C(O)N(R^a)R^b$, C_{1-6} alkylene $C(O)R^a$, C_{1-6} alkylene $C(O)OR^a$, C_{1-6} alkylene SR^a, C_{1-6} alkylene $S(O)R^a$, C_{1-6} alkylene $S(O)_2R^a$, C_{1-6} alkylene $S(O)_2N(R^a)R^b$, or C_{1-6} alkylene $S(O)_2N(R^a)C(O)R^b$, or~~

(iv) -HetL, which is a 5- or 6-membered heteroaromatic ring containing from 1 to 4 heteroatoms independently selected from N, O and S, wherein the heteroaromatic ring is optionally substituted with from 1 to 4 substituents each of which is independently halogen, -C_{1-6} alkyl, -C_{1-6} haloalkyl, -O-C_{1-6} alkyl, -O-C_{1-6} haloalkyl, or hydroxy; ~~CN, NO_2, C_{1-6} alkyl, C_{1-6} haloalkyl, OH, O-C_{1-6} alkyl, O-C_{1-6} haloalkyl, $N(R^a)R^b$, $C(O)N(R^a)R^b$, $C(O)R^a$, $C(O)OR^a$, SR^a, $S(O)R^a$, $S(O)_2R^a$, $S(O)_2N(R^a)R^b$, $S(O)_2N(R^a)C(O)R^b$, C_{1-6} alkylene CN, C_{1-6} alkylene NO_2, C_{1-6} alkylene OH, C_{1-6} alkylene O-C_{1-6} alkyl, C_{1-6} alkylene O-C_{1-6} haloalkyl, C_{1-6} alkylene $N(R^a)R^b$, C_{1-6} alkylene $C(O)N(R^a)R^b$, C_{1-6} alkylene $C(O)R^a$, C_{1-6} alkylene $C(O)OR^a$, C_{1-6} alkylene SR^a, C_{1-6}~~

~~alkylene-S(O)R^a, C$_{1-6}$ alkylene-S(O)$_2$R^a, C$_{1-6}$ alkylene-S(O)$_2$N(R^a)R^b, or C$_{1-6}$ alkylene-S(O)$_2$N(R^a)C(O)R^b;~~

R^5 is:

(1) -H,

(2) -C$_{1-6}$ alkyl,

(3) -C$_{3-8}$ cycloalkyl optionally substituted with from 1 to 4 substituents each of which is independently halogen, -OH, -C$_{1-6}$ alkyl, -C$_{1-6}$ haloalkyl, -O-C$_{1-6}$ alkyl, or -O-C$_{1-6}$ haloalkyl, ~~CN, C$_{1-6}$ alkyl, OH, O-C$_{1-6}$ alkyl, C$_{1-6}$ haloalkyl, O-C$_{1-6}$ haloalkyl, C$_{1-6}$ alkylene-CN, C$_{1-6}$ alkylene-OH, or C$_{1-6}$ alkylene-O-C$_{1-6}$ alkyl,~~

(4) -C$_{1-6}$ alkyl substituted with C$_{3-8}$ cycloalkyl, wherein the cycloalkyl is optionally substituted with from 1 to 4 substituents each of which is independently halogen, -OH, -C$_{1-6}$ alkyl, -C$_{1-6}$ haloalkyl, -O-C$_{1-6}$ alkyl, or -O-C$_{1-6}$ haloalkyl, ~~CN, C$_{1-6}$ alkyl, OH, O-C$_{1-6}$ alkyl, C$_{1-6}$ haloalkyl, O-C$_{1-6}$ haloalkyl, C$_{1-6}$ alkylene-CN, C$_{1-6}$ alkylene-OH, or C$_{1-6}$ alkylene-O-C$_{1-6}$ alkyl,~~

(5) -C$_{1-6}$ alkyl substituted with aryl, wherein the aryl is optionally substituted with from 1 to 5 substituents each of which is independently -C$_{1-6}$ alkyl, -C$_{1-6}$ alkylene-OH, -C$_{1-6}$ alkylene-O-C$_{1-6}$ alkyl, -C$_{1-6}$ alkylene-O-C$_{1-6}$ haloalkyl, -C$_{1-6}$ alkylene-N(R^a)R^b, -C$_{1-6}$ alkylene-C(=O)N(R^a)R^b, -C$_{1-6}$ alkylene-C(=O)R^a, -C$_{1-6}$ alkylene-CO$_2$R^a, -C$_{1-6}$ alkylene-S(O)$_n$R^a, -O-C$_{1-6}$ alkyl, -C$_{1-6}$ haloalkyl, -O-C$_{1-6}$ haloalkyl, -OH, halogen, -N(R^a)R^b, -C(=O)N(R^a)R^b, -C(=O)R^a, -CO$_2$R^a, -S(O)$_n$R^a, or -SO$_2$N(R^a)R^b, or ~~halogen, CN, NO$_2$, C$_{1-6}$ alkyl, C$_{1-6}$ haloalkyl, OH, O-C$_{1-6}$ alkyl, O-C$_{1-6}$ haloalkyl, N(R^a)R^b, C(O)N(R^a)R^b, C(O)R^a, C(O)OR^a, SR^a, S(O)R^a, S(O)$_2$R^a, S(O)$_2$N(R^a)R^b, S(O)$_2$N(R^a)C(O)R^b, C$_{1-6}$ alkylene-CN, C$_{1-6}$ alkylene-NO$_2$, C$_{1-6}$ alkylene-OH, C$_{1-6}$ alkylene-O-C$_{1-6}$ alkyl, C$_{1-6}$ alkylene-O-C$_{1-6}$ haloalkyl, C$_{1-6}$ alkylene-N(R^a)R^b, C$_{1-6}$ alkylene-C(O)N(R^a)R^b, C$_{1-6}$ alkylene-C(O)R^a, C$_{1-6}$ alkylene-C(O)OR^a, C$_{1-6}$ alkylene-SR^a, C$_{1-6}$ alkylene-S(O)R^a, C$_{1-6}$ alkylene-S(O)$_2$R^a, C$_{1-6}$ alkylene-S(O)$_2$N(R^a)R^b, or C$_{1-6}$ alkylene-S(O)$_2$N(R^A)C(O)R^b,~~

(6) -C$_{1-6}$ alkyl substituted with HetD, wherein HetD is:

(i) a 4- to 7-membered saturated heterocyclic ring containing at least one carbon atom and from 1 to 4 heteroatoms independently selected from N, O and S, wherein the heterocyclic ring is optionally substituted with from 1 to 5 substituents each of which

is independently halogen, -C_{1-6} alkyl, -C_{1-6} haloalkyl, -O-C_{1-6} alkyl, -O-C_{1-6} haloalkyl, or oxo; ~~oxo, $-C(=O)N(R^a)R^b$, $-C(=O)C(=O)N(R^a)R^b$, $-C(=O)R^a$, $-CO_2R^a$, $-S(O)_nR^a$, or $-SO_2N(R^a)R^b$~~; or

(ii) a 5- or 6-membered heteroaromatic ring containing from 1 to 4 heteroatoms independently selected from N, O and S, wherein the heteroaromatic ring is optionally substituted with from 1 to 4 substituents each of which is independently -C_{1-6} alkyl, -C_{1-6} haloalkyl, -O-C_{1-6} alkyl, -O-C_{1-6} haloalkyl, or hydroxy~~,~~ ;

~~(7) aryl, which is optionally substituted with from 1 to 5 substituents each of which is independently C_{1-6} alkyl, C_{1-6} alkylene OH, C_{1-6} alkylene O C_{1-6} alkyl, C_{1-6} alkylene O C_{1-6} haloalkyl, C_{1-6} alkylene $N(R^a)R^b$, C_{1-6} alkylene $C(=O)N(R^a)R^b$, C_{1-6} alkylene $C(=O)R^a$, C_{1-6} alkylene CO_2R^a, C_{1-6} alkylene $S(O)_nR^a$, O C_{1-6} alkyl, C_{1-6} haloalkyl, O C_{1-6} haloalkyl, OH, halogen, CN, NO_2, $N(R^a)R^b$, $N(R^a)C(=O)R^b$, $N(R^a)C(=O)$ C_{1-6} haloalkyl, $N(R^a)C(=O)N(R^a)R^b$, $N(R^a)CO_2R^b$, $N(R^a)S(O)_nR^b$, $C(=O)N(R^d)R^e$, $C(=O)R^a$, CO_2R^a, $S(O)_nR^a$, or $SO_2N(R^d)R^e$,~~

~~(8) a 5- or 6 membered heteroaromatic ring containing from 1 to 4 heteroatoms independently selected from N, O and S, wherein the heteroaromatic ring is optionally substituted with from 1 to 4 substituents each of which is independently halogen, CN, NO_2, C_{1-6} alkyl, C_{1-6} haloalkyl, OH, O C_{1-6} alkyl, O C_{1-6} haloalkyl, $N(R^a)R^b$, $C(O)N(R^a)R^b$, $C(O)R^a$, $C(O)OR^a$, SR^a, $S(O)R^a$, $S(O)_2R^a$, $S(O)_2N(R^a)R^b$, $S(O)_2N(R^a)C(O)R^b$, C_{1-6} alkylene CN, C_{1-6} alkylene NO_2, C_{1-6} alkylene OH, C_{1-6} alkylene O C_{1-6} alkyl, C_{1-6} alkylene O C_{1-6} haloalkyl, C_{1-6} alkylene $N(R^a)R^b$, C_{1-6} alkylene $C(O)N(R^a)R^b$, C_{1-6} alkylene $C(O)R^a$, C_{1-6} alkylene $C(O)OR^a$, C_{1-6} alkylene SR^a, C_{1-6} alkylene $S(O)R^a$, C_{1-6} alkylene $S(O)_2R^a$, C_{1-6} alkylene $S(O)_2N(R^a)R^b$, or C_{1-6} alkylene $S(O)_2N(R^a)C(O)R^b$,~~

~~(9) C_{1-6} alkyl substituted with O C_{1-6} alkyl, O C_{1-6} haloalkyl, CN, $N(R^a)R^b$, $C(=O)N(R^a)R^b$, $C(=O)R^a$, CO_2R^a, $S(O)_nR^a$, $SO_2N(R^a)R^b$, $N(R^a)C(=O)$ R^b, $N(R^a)CO_2R^b$, or $N(R^a)SO_2R^b$, or~~

~~(10) C_{1-6} haloalkyl;~~

each aryl is independently phenyl, naphthyl, or indenyl; ~~(i) phenyl, (ii) a 9- or 10-membered bicyclic, fused carbocylic ring system in which at least one ring is aromatic, or (iii) an 11- to 14-membered tricyclic, fused carbocyclic ring system in which at least one ring is aromatic;~~

each R^a is independently H or C_{1-6} alkyl;

each R^b is independently H or C_{1-6} alkyl; and

~~R^c is C_{1-6} haloalkyl or C_{1-6} alkyl substituted with $C(=O)N(R^a)R^b$, $C(=O)R^a$, CO_2R^a, $S(O)_nR^a$, $SO_2N(R^a)R^b$, $N(R^a)R^b$, $N(R^a)C(=O)R^b$, $N(R^a)CO_2R^b$, or $N(R^a)SO_2R^b$;~~

~~each R^d and R^e are independently H or C_{1-6} alkyl, or together with the N atom to which they are attached form a 4- to 7-membered saturated or mono-unsaturated heterocyclic ring optionally containing a heteroatom in addition to the nitrogen attached to R^d and R^e selected from N, O, and S, wherein the S is optionally oxidized to S(O) or $S(O)_2$, and wherein the saturated or mono-unsaturated heterocyclic ring is optionally substituted with from 1 to 4 substituents each of which is independently halogen, CN, C_{1-6} alkyl, OH, oxo, O-C_{1-6} alkyl, C_{1-6} haloalkyl, $C(=O)R^a$, CO_2R^a, $S(O)_nR^a$, $SO_2N(R^a)R^b$, $N(R^a)C(=O)R^b$, $N(R^a)CO_2R^b$, or $N(R^a)SO_2R^b$; and~~

each n is independently an integer equal to zero, 1, or 2.

21. (new) A compound according to claim 20, or a pharmaceutically acceptable salt thereof, wherein the compound is selected from the group consisting of:

methyl 6-(4-fluorobenzyl)-4-hydroxy-3, 5-dioxo-2,3,5,6,7,8-hexahydro-2,6-naphthyridine-1-carboxylate;

6-(4-fluorobenzyl)-4-hydroxy-*N*,*N*-dimethyl-3,5-dioxo-2,3,5,6,7,8-hexahydro-2,6-naphthyridine-1-carboxamide;

N-cyclobutyl-6-(4-fluorobenzyl)-4-hydroxy-3,5-dioxo-2,3,5,6,7,8-hexahydro-2,6-naphthyridine-1-carboxamide;

N-cyclopropyl-6-(4-fluorobenzyl)-4-hydroxy-3,5-dioxo-2,3,5,6,7,8-hexahydro-2,6-naphthyridine-1-carboxamide;

6-(4-fluorobenzyl)-4-hydroxy-*N*-isopropyl-3,5-dioxo-2,3,5,6,7,8-hexahydro-2,6-naphthyridine-1-carboxamide;

6-(4-fluorobenzyl)-4-hydroxy-N-methyl-3,5-dioxo-2,3,5,6,7,8-hexahydro-2,6-naphthyridine-1-carboxamide;

6-(4-fluorobenzyl)-4-hydroxy-3, 5-dioxo-2,3,5,6,7,8-hexahydro-2,6-naphthyridine-1-carboxylic acid;

N-[6-(4-fluorobenzyl)-3,4-dihydroxy-5-oxo-5,6,7,8-tetrahydro-2,6-naphthyridin-1-yl]-N-methylmethanesulfonamide;

N-[6-(4-fluorobenzyl)-4-hydroxy-2-methyl-3,5-dioxo-2,3,5,6,7,8-hexahydro-2,6-naphthyridin-1-yl]-N-methylacetamide;

6-(4-fluorobenzyl)-4-hydroxy-*N*, *N*, 2-trimethyl-3,5-dioxo-2,3,5,6,7,8-hexahydro-2,6-naphthyridine-1-carboxamide;

6-(3-chloro-4-fluorobenzyl)-4-hydroxy-N,N,2-trimethyl-3,5-dioxo-2,3,5,6,7,8-hexahydro-2,6-naphthyridine-1-carboxamide; and

6-(4-fluorobenzyl)-4-hydroxy-N,N,2-trimethyl-3,5-dioxo-2,3,5,6-tetrahydro-2,6-naphthyridine-1-carboxamide.